

HERRICK, FEINSTEIN, LLP
Two Park Avenue
New York, New York 10016
Telephone: (212) 592-1400
Facsimile: (212) 592-1500
Sean E. O'Donnell
Stephen B. Selbst
Steven B. Smith

*Special Conflicts Counsel to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

----- X
In re: : Chapter 11
: :
SEARS HOLDINGS CORPORATION, *et al.*, : Case No. 18-23538 (RDD)
: :
Debtors¹ : (Jointly Administered)
: :
: :
----- X

**SECOND COMBINED MONTHLY FEE STATEMENT OF HERRICK, FEINSTEIN
LLP FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS
INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR THE PERIOD OF APRIL 1, 2019 THROUGH
MAY 31, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	April 1, 2019 through May 31, 2019
Combined Monthly Fees Incurred:	\$115,439.50
20% Holdback:	\$23,087.90
Total Compensation Less 20% Holdback:	\$92,351.60
Combine Monthly Expenses Incurred:	\$1,040.57
Total Combine Fees and Expenses Requested:	\$93,392.17

This is a x monthly interim final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Second Combined Monthly Fee Statement”) covering the period from April 1, 2019 through and including May 31, 2019 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Second Combined Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions,² Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$92,351.60 (80% of \$115,439.50) for

² The total amount sought for fees and expenses (\$92,351.60) reflects voluntary reductions for the Compensation Period of \$23,087.90 in fees and \$1,040.57 in expenses.

fees on account of reasonable and necessary professional services rendered to the Creditors' Committee by Herrick Feinstein, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$1,040.57 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED
DURING THE COMPENSATION PERIOD**

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

Exhibit B sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

Exhibit C sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED
DURING THE COMPENSATION PERIOD**

Exhibit D sets for a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

Exhibit E sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

NOTICE AND OBJECTION PROCEDURES

Notice of this Second Combined Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email: jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrettlail@weil.com](mailto:garrettlail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email: paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email: shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin ([email: pdublin@akingump.com](mailto:pdublin@akingump.com)), Ira S. Dizengoff ([email: idizengoff@akingump.com](mailto:idizengoff@akingump.com)) and Sara Lynne Brauner ([email: sbrauner@akingump.com](mailto:sbrauner@akingump.com)), (collectively, the "Notice Parties").

Objections to this Second Combined Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **August 5, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Second Combined Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Second Combined Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Second Combined Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

[Remainder of page left blank intentionally]

Dated: New York, New York
July 19, 2019

HERRICK FEINSTEIN LLP

By: /s/ Stephen B. Selbst
Sean E. O'Donnell
Stephen B. Selbst
Steven B. Smith
Two Park Avenue
New York, NY 10016
Telephone: (212) 592-1400
Facsimile: (212) 592-1500
Email: sodonnell@herrick.com
sselbst@herrick.com
ssmith@herrick.com

*Special Conflicts Counsel to the Official
Committee of Unsecured Creditors of Sears
Holdings Corporation, et al.*

Exhibit A

Timekeeper Summary

PARTNERS	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Sean O'Donnell	Litigation	1998	985.00	9.7	9,554.50
Total Partners				9.7	9,554.50
COUNSEL	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Steven B. Smith	Restructuring & Bankruptcy	2001	725.00	75.60	54,810.00
Michelle M. Sekowski	Litigation	2005	675.00	33.80	22,815.00
Total Counsel				109.40	77,625.00
ASSOCIATES	DEPARTMENT	YEAR OF BAR ADMISSION	RATE (\$)	HOURS	AMOUNT (\$)
Maame Austin	Litigation	2018	370.00	54.00	19,980.00
Total Associates				54.00	19,980.00
PARALEGALS/ NON- LEGAL STAFF	DEPARTMENT		RATE (\$)	HOURS	AMOUNT (\$)
Larisa Poretsky	Litigation		360.00	18.80	6,768.00
Simon Yanway	Litigation Support		360.00	2.00	720.00
Jonathan Skidmore	Litigation		360.00	2.20	792.00
Total Paralegals/ Non-Legal Staff				23.00	8,280.00
Total Hours/Fees Requested				196.10	\$115,439.50

ALL PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	731.98	119.10	87,179.50
Associates	370.00	54.00	19,980.00
Paralegals/Non-Legal Staff	360.00	23.00	8,280.00
Blended Timekeeper Rate	588.68		
Total Fees Incurred		196.10	115,439.50

Exhibit B

Task Code Summary

Task Code	HOURS	AMOUNT (\$)
Case Administration - B110	56.10	23,873.50
Asset Analysis and Recovery - B120	35.00	23,465.00
Asset Deposition - B130	0.30	202.50
Fee/Employment Applications - B160	22.20	9,598.00
Assumption/Rejection of Leases/Contracts- B185	0.80	580.00
Contested Matters (exclu. assumption/rejection) - B190	73.60	52,817.00
General Bankruptcy Advice/Opinions - B410	3.10	3,053.50
Restructuring – B420	5.00	1,850.00
Total	196.10	115,439.50

Exhibit C

Itemized Fees



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 2

LEGAL SERVICES

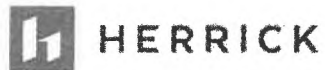
<u>Date</u>	<u>Timekeeper</u>	<u>Task</u>	<u>Description</u>	<u>Time</u>
04/01/19	M. Austin	B420	Review of OCH-ZIFF documents	3.70
04/01/19	M. Sekowski	B120	Correspondence with S. O'Donnell and S. Smith re: status of subpoena productions and document review.	.20
04/01/19	M. Sekowski	B120	Review and analyze correspondence from M. Austin re: status of document review, highlights in productions to date.	.30
04/01/19	M. Sekowski	B120	Telephone confs. with S. Smith re: status of subpoena productions and document review, case strategy.	.30
04/01/19	S. Smith	B190	Review update on document review and review of flagged docs.	1.00
04/01/19	S. Smith	B190	T/C with M. Sekowski re status of document production and next steps.	.20
04/01/19	S. Smith	B190	Prepare and send email status report to S. O'Donnell re status of document production and next steps.	.20
04/02/19	M. Austin	B110	Document review; correspondence re same	.80
04/02/19	M. Austin	B110	OCO and Och ziff document review	1.00
04/02/19	M. Sekowski	B120	Miscellaneous correspondence with S. Smith, M. Austin, and S. Yanway re: Cyrus production.	.20



Re: Sears Bankruptcy

Bill Number: 342519
File Number: 19609-0001
Page 3

04/02/19	M. Sekowski	B120	Correspondence with M. Austin re: status of document review, review of Cyrus materials.	.10
04/02/19	M. Sekowski	B120	Review and analyze correspondence from M. Austin re: highlights in productions to date.	.50
04/02/19	M. Sekowski	B120	Review correspondence from K. Pierucci re: Cyrus production.	.10
04/02/19	S. O'Donnell	B110	Coordinate discovery	.20
04/02/19	S. Smith	B190	Review of document production and discussions with M. Sekowski and M. Austin re same.	2.00
04/02/19	S. Smith	B190	Review of new production from Cyrus and correspondence re same and coordinate download into Relativity.	.80
04/02/19	S. Yanway	B110	Perform data analysis of Electronically data containing Cyrus Capital document production, and loaded into database for attorneys' review.	.40
04/03/19	M. Austin	B110	Initial review of Cyrus document production	1.50
04/03/19	S. Smith	B190	T/C with M. Sekowski and M. Austin re first review of document production and next steps.	.30
04/03/19	S. Smith	B190	Continued second level review of document production and discussions with M. Austin and M. Sekowski re same.	1.60



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 4

04/04/19	M. Austin	B110	Review of production; discussion with S. Smith and M. Sekowski	.90
04/04/19	M. Sekowski	B120	Telephone conf. with M. Austin and S. Smith re: status of and substance in CDS document productions, case strategy.	.50
04/04/19	M. Sekowski	B120	Telephone conf. with S. O'Donnell re: status of and substance in CDS document productions.	.20
04/04/19	S. O'Donnell	B110	Coordinate discovery	.30
04/04/19	S. Smith	B190	Review of M. Austin's status report on first level review of documents, including review of sampling of responsive docs.	1.00
04/04/19	S. Smith	B190	Prepare for and participate in T/C with M. Austin and M. Sekowski re first level review of document production and next steps.	.70
04/05/19	L. Poretsky	B160	Discuss with Steve Smith preparation of the consolidated monthly fee statement covering January-March 2019; review Akin Form of the monthly fee statement for information that have to be obtain from the accounting department; (.2)	.80
04/05/19	M. Austin	B110	Review of responsive production to determine to analyze characters and participants	1.00
04/05/19	S. Smith	B160	O/C with paralegal, L. Poretsky, re prep of consolidated monthly fee statement and coordinate same.	.50



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 5

04/05/19	S. Smith	B190	Continued review of document production and preparation of timeline of events re same.	2.00
04/08/19	L. Poretsky	B160	Review and analyze Interim compensation order re procedure of the submission of the monthly fee statement (.4); submit request for backup and breakdown documents for the period from January 2 through March 31, 2019 (.4); review and analyze breakdown documents such as break downs of the amounts by attorney, task codes summary and disbursement summary (.6); conference with Steve Smith re status of final invoices for the period and drafting of the fee statement (.6); begin drafting First Combined Monthly Fee Statement (1.0)	3.00
04/08/19	M. Austin	B110	Sears document review; chart cataloguing	4.60
04/08/19	S. Smith	B160	Coordinate preparation of consolidated monthly fee statement.	.50
04/08/19	S. Smith	B190	Review Wilmington Trust's motion to prohibit use of cash collateral.	.20
04/09/19	S. Smith	B160	Coordinate with C. D'Angelo re revisions to draft invoice for consolidated Jan-March fee statement.	.20



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 6

04/09/19	S. Smith	B190	Review of document production and follow up research re Bankruptcy Code section 363(n).	2.50
04/10/19	L. Poretsky	B160	Continue working on Monthly Fee Statement	1.00
04/10/19	M. Austin	B110	Review of character list from responsive documents and coreespondence re same; review of filings in sears matter	.90
04/10/19	M. Sekowski	B120	Review and analyze materials from M. Austin re: personnel involvement, open issues.	.40
04/10/19	M. Sekowski	B120	Correspondence with S. Smith and S. O'Donnell re: case status and strategy.	.20
04/10/19	M. Sekowski	B120	Review correspondence from S. Smith re: status of document review work.	.20
04/10/19	M. Sekowski	B120	Telephone conf. and correspondence with S. Smith re: update to Committee, document review status.	.40
04/10/19	M. Sekowski	B120	Review and analyze Cyrus and Och-Ziff subpoena productions.	5.40
04/10/19	S. O'Donnell	B110	Confer re discovery; update re same	.50



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 7

04/10/19	S. Smith	B190	(i) Discussions with M. Austin re review of document production, including review of cast of characters spreadsheet ⁽⁵⁾ and (ii) prepare status report for S. O'Donnell in preparation for T/C with Akin Gump. (.5)	1.00
04/10/19	S. Smith	B190	T/C with M. Sekowski re (i) review of Cyrus and Och-Ziff document production, and (ii) preparation of initial assessment memo for Akin Gump.	.50
04/10/19	S. Smith	B190	Review of OCO and Barclays document production and preparation of timeline of events re same.	3.50
04/10/19	S. Smith	B190	Discussions with S. O'Donnell re status call with Akin regarding MTN investigation and attention to email traffic re same.	.20
04/10/19	S. Smith	B190	Discussion with S. O'Donnell and M. Sekowski re status, proposed next steps in investigation.	.20
04/10/19	S. Smith	B190	T/C with S. O'Donnell and S. Brauner at Akin Gump re (i) status of MTN investigation, (ii) initial assessment and (iii) negotiation of plan.	.50
04/11/19	L. Poretsky	B160	Continue working on Monthly Fee Statement.	.50
04/11/19	M. Sekowski	B120	Review and revise draft memo to Akin re: case status and strategy.	.40



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 8

04/11/19	M. Sekowski	B120	Correspondence and telephone confs. with S. Smith re: review of subpoena productions, case analysis and strategy.	1.00
04/11/19	S. Smith	B190	Review document production from OCO and Barclays and prepare timeline of events re same.	10.00
04/11/19	S. Smith	B190	Prepare and circulate draft Initial Assessment Memo and discussions with M. Sekowski re same.	1.50
04/12/19	L. Poretsky	B160	Continue working on Combined Monthly Fee Statement;	1.00
04/12/19	L. Poretsky	B160	Working on Combined Monthly Fee Statement	3.50
04/12/19	M. Sekowski	B120	Review correspondence from S. Smith re: draft assessment for Akin.	.20
04/12/19	S. O'Donnell	B110	Confer w/ Akin and update re discovery/analysis	.50
04/12/19	S. Smith	B190	Follow up re initial assessment with S. O'Donnell and M. Sekowski.	.40
04/12/19	S. Smith	B160	Coordinate preparation of consolidated monthly fee statement with L. Poretsky.	.20
04/14/19	S. Smith	B190	Prepare and send emails to counsel for OCO, Och-Ziff and Cyrus re scheduling meet & confer conferences.	.20



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 9

04/15/19	L. Poretsky	B160	Request and review Itemized Disbursements report for the period from January 2 through March 31, 2019 (.4); discuss discrepancies with accounting (.3); request and review revised fee and expenses invoice (1.0); revise first combined fee statement and exhibits accordingly (1.5); submit to Steve Smith for review (.2)	3.40
04/15/19	M. Sekowski	B120	Miscellaneous correspondence with S. O'Donnell, S. Smith, I. Dizengoff, and P. Dublin re: initial assessment of CDS participants' productions and potential claims by Committee.	.20
04/15/19	M. Sekowski	B120	Correspondence with Kramer Levin re: subpoena to Barclays and meet and confer on same.	.20
04/15/19	M. Sekowski	B120	Miscellaneous telephone confs. with S. Smith re: draft assessment for Akin and status of same, meet and confer strategy.	.50
04/15/19	M. Sekowski	B120	Review file and outline issues for meet and confers with CDS Participants.	1.60
04/15/19	S. O'Donnell	B110	Coordinate discovery; confer w/ Akin re same analysis; review/revise update re same; calls/emails re same	1.00



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 10

04/15/19	S. Smith	B190	T/C with S. O'Donnell re initial assessment for Akin and prepare and send email to Akin team re same.	.70
04/15/19	S. Smith	B190	Exchange emails with Akin Gump re initial assessment of claims.	.20
04/15/19	S. Smith	B190	Follow up document review in preparation for meet and confer conferences.	.50
04/15/19	S. Smith	B190	Follow up discussions with counsel for CDS Participants scheduling meet and confer conferences.	.40
04/15/19	S. Smith	B190	Review meet & confer checklist and T/C with M. Sekowski re same.	.50
04/15/19	S. Smith	B190	Prepare and send emails to CDS Participants requesting meet & confer conferences to discuss document production.	.50
04/16/19	M. Sekowski	B120	Miscellaneous correspondence re: additional meet and confer conferences and preparation for same.	.20
04/16/19	M. Sekowski	B120	Prepare for and participate in telephonic meet and confer with S. Sparling, M. Nowak, and S. Smith re: Barclays subpoena production.	.50
04/16/19	S. O'Donnell	B110	Coordinate discovery	.50



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 11

04/16/19	S. Smith	B190	Follow up review of documents produced by Och Ziff and Cyrus and revise timeline of events in preparation for meet and confer conferences with Och Ziff and Cyrus.	1.50
04/16/19	S. Smith	B190	Prepare for and host meet and confer conference with counsel for Barclays.	.80
04/16/19	S. Smith	B190	Coordinate review and production of Barclays documents with lit support and exchange emails with counsel for Barclays re same.	.80
04/16/19	S. Yanway	B110	Create draft document production for attorney approval in Portable Document Format image with optical character recognition, appropriate endorsements as requested form Barclays' production.	.20
04/17/19	M. Austin	B110	Review of case filings	.10
04/17/19	M. Sekowski	B120	Prepare for and participate in telephonic meet and confer with R. Liubicic, K.Pierucci, and S. Smith re: Cyrus subpoena production.	.40
04/17/19	M. Sekowski	B120	Prepare for and participate in telephonic meet and confer with K. Pasquale, I. Sasson, and S. Smith re: OZ subpoena production.	.40
04/17/19	S. Smith	B190	(i) Prepare for and host meet and confer conferences with counsel for Och Ziff and counsel to Cyrus and (ii) T/C with M. Sekowski re same. (1,2)(3)	1.50



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 12

04/18/19	L. Poretsky	B160	Review further revised draft of the HF invoice. Revise, proofread and finalize First Fee Statement per revised draft of the HF invoice.	1.30
04/18/19	M. Sekowski	B120	Review and analyze miscellaneous correspondence from S. Smith re: update, meet and confer with OCO.	.20
04/18/19	M. Sekowski	B120	Draft correspondence to S. O'Donnell re: update on meet and confers, case strategy.	1.00
04/18/19	S. O'Donnell	B110	Coordinate discovery	.50
04/18/19	S. Smith	B190	Preparation of preliminary draft summary overview of meet and confer conferences for S. O'Donnell and M. Sekowski.	.20
04/18/19	S. Smith	B190	(i) Prepare for and conduct meet and confer conference with counsel for OCO ⁽⁷⁾ and (ii) prepare summary update for M. Sekowski re same. (.3)	1.00
04/18/19	S. Smith	B160	T/C with L. Poretsky re first consolidated monthly fee statement and review draft.	.50
04/19/19	S. Smith	B160	Review draft consolidated monthly fee statement and exchange emails with L. Poretsky re same.	.50
04/22/19	M. Austin	B110	Research on common interest privilege	2.40
04/23/19	M. Austin	B110	Research on common interest and joint defense privilege; drafting of email memo re same; correspondence re same	3.80



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 13

04/23/19	M. Sekowski	B120	Review, analyze, and annotate research and case law from M. Austin re: common interest privilege as to business transactions.	1.00
04/23/19	M. Sekowski	B120	Strategize for potential challenge to OCO and Och-Ziff's assertion of common interest privilege.	.50
04/24/19	L. Poretsky	B160	Review and analyze fee procedures order to find out objection deadlines; ^(.5) finalize draft of the first monthly fee statement and assemble exhibits; ^(.5) meeting with Stephen Selbst to review and discuss first monthly fee statement and revise per comments; ^(.5) submit same to Sean O'Donnell for review and comments; (.2)	1.70
04/24/19	S. Smith	B160	Coordinate review of consolidated monthly fee statement and exchange emails with L. Poretsky (paralegal) re same.	.30
04/25/19	M. Sekowski	B120	Review correspondence from K. Pierucci re: meet and confer follow up.	.20
04/25/19	S. Smith	B160	Continued coordination of prep of first consolidated monthly fee statement.	.40
04/26/19	L. Poretsky	B160	Follow up on a status of the review of first fee statement	.30
04/26/19	M. Sekowski	B120	Review and analyze hearing notice.	.10



Re: Sears Bankruptcy

Bill Number: 342519
File Number: 19609-0001
Page 14

04/26/19	M. Sekowski	B120	Review and analyze correspondence from K. Pasquale re: Och-Ziff's privilege log.	.20
04/26/19	M. Sekowski	B120	Review and analyze correspondence from E. Hess re: OCO's privilege log.	.10
04/26/19	M. Sekowski	B120	Attention to preliminary analysis of OCO's and Och-Ziff's privilege logs.	.50
04/29/19	M. Sekowski	B120	Telephone conf. with S. Smith re: meet and confer follow ups and strategy for same.	.20
04/29/19	S. Smith	B190	Review of privilege logs and common interest privilege research.	1.00
04/30/19	L. Poretsky	B160	Submit copy of the First Fee Statement to Sean O'Donnell for review; prepare revised statement and exhibits and submit to Steve Smith for further circulation for approval;	.40
04/30/19	M. Sekowski	B120	Review and analyze correspondence from K. Pierucci re: Cyrus's privilege log.	.20
04/30/19	M. Sekowski	B120	Review correspondence from S. Smith and S. Sparling re: status of Barclays' supplemental production.	.10
04/30/19	M. Sekowski	B120	Telephone conf. with S. Smith re: common interest privilege and potential challenge to same.	.30



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 15

04/30/19	M. Sekowski	B120	Draft correspondence to M. Austin re: review of privilege logs, common interest privilege and potential challenge to same.	.20
04/30/19	S. Smith	B160	Final review of first consolidated monthly fee statement and send to Akin and client for review.	.80
04/30/19	S. Smith	B190	Review privilege logs and related correspondence.	1.50
05/01/19	M. Austin	B110	Discussion with sean O'donnell; steve smith; M. Sekowski re common interest privilege and discovery progress	.50
05/01/19	M. Sekowski	B120	Correspondence with M. Austin and S. Smith re: privilege log analysis.	.20
05/01/19	M. Sekowski	B120	Telephone conf. and correspondence with S. Smith re: open discovery issues and strategy for same.	.30
05/01/19	M. Sekowski	B120	Telephone confs. with S. O'Donnell, S. Smith, and M. Austin re: case status and strategy, privilege log analysis.	.90
05/01/19	S. O'Donnell	B410	Strategy and analysis; confer w/ team re same	1.20
05/01/19	S. Smith	B190	Attention to and analysis of common interest privilege in connection with review of produced privilege logs.	1.00



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 16

05/01/19	S. Smith	B190	Prepare for and participate in Herrick team call re status of discovery and discussion of next steps.	1.00
05/01/19	S. Smith	B190	Review status of discovery and prepare list of missing items and open issues for follow up meet & confer conferences.	1.00
05/02/19	M. Sekowski	B120	Correspondence with S. Smith and S. Yanway re: supplemental production from Barclays.	.20
05/02/19	M. Sekowski	B120	Review correspondence from M. Nowak re: supplemental production from Barclays.	.20
05/02/19	S. Yanway	B110	Perform data analysis of Electronically Stored Information from Barclay and loaded into relativity for counsel review..	.60
05/03/19	M. Austin	B110	Research re common interest privilege	3.90
05/03/19	M. Austin	B110	Research on elements re privilege log and common interest privilege	1.70
05/03/19	M. Austin	B110	Research on federal standard re privilege logs and assertion of privilege	1.20
05/03/19	M. Sekowski	B120	Review correspondence from S. Smith and S. Brauner re: case status.	.10
05/06/19	M. Austin	B110	Review of privilege log ; additional research on common interest privilege	.90



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 17

05/06/19	M. Sekowski	B120	Telephone conf. with S. Smith re: analysis of privilege log, Barclays' supplemental production and review of same.	.30
05/06/19	M. Sekowski	B120	Telephone conf. with M. Austin re: analysis of privilege log.	.50
05/07/19	M. Austin	B110	Review and analysis of Och- Ziff Privilege log	4.00
05/07/19	M. Austin	B110	Continued review of OCO privilege log ; drafting of memo re same; research	5.20
05/07/19	S. Smith	B190	Review second round of Barclays document production.	2.50
05/08/19	M. Austin	B110	Additional review of och-ziff privilege log; drafting of memo re same	3.50
05/08/19	M. Austin	B110	Review of memo	.70
05/08/19	M. Sekowski	B130	Review and analyze memo from M. Austin re: common interest privilege and log analysis.	.30
05/08/19	S. Smith	B190	Continued analysis re common interest privilege and review of new documents.	1.00
05/08/19	S. Smith	B190	Exchange emails with S. Brauner at Akin re MTN investigation and follow up with Herrick team re same.	.20
05/09/19	S. Smith	B190	Continued analysis of common interest privilege, privilege logs and open meet & confer issues.	1.30



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 18

05/10/19	M. Sekowski	B120	Review and analyze additional common interest case law from M. Austin.	.30
05/10/19	M. Sekowski	B120	Correspondence with S. Smith re: review of supplemental Barclays production.	.10
05/10/19	S. Smith	B190	Follow up analysis of common interest privilege.	.50
05/13/19	J. Skidmore	B190	Reviewed privileged logs for entries of communications between attorneys.	2.20
05/13/19	M. Austin	B110	Review of research and memo; Discussion with S. Smith & M. Sekowski RE privilege log and Common interest privilege memo	1.20
05/13/19	M. Sekowski	B120	Telephone conf. with M. Austin and S. Smith re: common interest and privilege log analysis.	.50
05/13/19	M. Sekowski	B120	Research re: applicability of privilege to communications with PR consultant.	1.00
05/13/19	M. Sekowski ¹	B120	Review and analyze Cyrus production re: potential challenge to privilege assertions over communications with PR consultant.	.50
05/13/19	M. Sekowski	B120	Telephone conf. and correspondence with M. Austin re: additional privilege log analysis.	.40



Re: Sears Bankruptcy

Bill Number: 342519
File Number: 19609-0001
Page 19

05/13/19	M. Sekowski	B120	Review correspondence from S. Smith and S. Sparling re: Barclays privilege log and open discovery issues.	.10
05/13/19	S. Smith	B190	Prepare for and participate in T/C re analysis of common interest privilege and privilege logs.	.80
05/13/19	S. Smith	B190	Discussions with counsel for Barclays re status of production of privilege log and responses to outstanding discovery questions.	.40
05/14/19	M. Sekowski	B120	Correspondence with S. Smith and S. O'Donnell re: strategy and call with Akin.	.20
05/14/19	S. O'Donnell	B410	Motion to compel analysis	.50
05/14/19	S. Smith	B190	Exchange emails with S. Brauner of Akin re scheduling conference call for status update and emails with Herrick team re same.	.10
05/15/19	M. Sekowski	B120	Draft, review, and revise correspondence to S. O'Donnell re: status of privilege analyses.	.60
05/15/19	M. Sekowski	B120	Correspondence with S. Smith re: update for S. O'Donnell and preparation of same.	.20
05/15/19	M. Sekowski	B120	Review correspondence from M. Nowak re: Barclays privilege log and supplemental production.	.20
05/15/19	S. O'Donnell	B410	Strategy and analysis re privilege and motion to compel	.50



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 20

05/15/19	S. Smith	B190	Review email from counsel for Barclays with privilege log and preliminary review of log.	.30
05/15/19	S. Smith	B190	Review draft email to S. O'Donnell re analysis of common interest privilege, privilege log analysis and next steps and exchange emails with M. Sekowski re same.	.30
05/16/19	M. Sekowski	B120	Correspondence with S. O'Donnell and S. Smith re: status of privilege analyses, legal research on same.	.20
05/16/19	M. Sekowski	B120	Correspondence with M. Nowak and S. Smith re: Barclays supplemental production.	.20
05/16/19	S. O'Donnell	B410	Strategy and analysis	.50
05/16/19	S. Smith	B185	Attention to issues re Barclays production and review email exchange re same.	.80
05/16/19	S. Smith	B190	Review of Barclays documents and follow up analysis of privilege logs.	1.50
05/16/19	S. Smith	B190	Follow up common interest analysis and prepare for and participate in T/C with Herrick team re same.	1.00
05/17/19	M. Austin	B420	Phone discussion with Akin Counsel re progress on production re subpoena; discussion with S. Smith re same	1.30
05/17/19	M. Sekowski	B120	Review correspondence from M. Nowak re: supplemental Barclays production.	.20



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 21

05/17/19	M. Sekowski	B120	Telephone conf. with S. Brauner, S. O'Donnell, and S. Smith re: case status and strategy, privilege challenges.	.40
05/17/19	S. O'Donnell	B110	Case admin	.30
05/17/19	S. O'Donnell	B110	Update to Akin	.30
05/17/19	S. O'Donnell	B410	Priv analysis	.40
05/17/19	S. Smith	B190	Prepare for and participate in T/C with S. Brauner of Akin re status of MTN investigation, status of disclosure statement/plan process, and proposed next steps.	.90
05/17/19	S. Smith	B190	Review new Barclays document production and attention to email traffic re same.	1.30
05/20/19	L. Poretsky	B160	Revise, finalize, file on a docket First Combined Monthly Fee Statement of Herrick, Feinstein LLP for Professional Services Rendered and Disbursements; (.6) prepare and submit e-mail to Prime Clerk requesting service of the fee statement; (.3)	.90
05/20/19	M. Sekowski	B120	Correspondence and telephone conf. with S. Smith re: draft correspondence to CDS participants on privilege logs.	.20
05/20/19	S. Smith	B160	Review consolidated monthly fee statement and coordinate filing of same.	.50



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 22

05/21/19	M. Sekowski	B120	Miscellaneous correspondence and telephone conf. with S. Yanway re: Barclays production issues.	.20
05/21/19	M. Sekowski	B120	Review and revise correspondence to Stroock re: issues with OZ's privilege log.	.20
05/21/19	M. Sekowski	B120	Correspondence with S. O'Donnell, S. Smith and M. Austin re: draft correspondence to CDS participants on privilege deficiencies.	.20
05/21/19	M. Sekowski	B120	Telephone conf. with Kramer Levin and S. Smith re: open issues for Barclays discovery.	.30
05/21/19	M. Sekowski	B120	Telephone confs. and correspondence with S. Smith re: draft correspondence to CDS participants.	.40
05/21/19	M. Sekowski	B120	Review and revise correspondence to Quinn re: issues with OCO's privilege log.	.20
05/21/19	M. Sekowski	B120	Draft correspondence to Milbank re: issues with Cyrus's privilege log.	.30
05/21/19	S. Smith	B190	Prepare correspondence to counsel for OCO and Och-Ziff re discovery issues.	.90
05/21/19	S. Smith	B190	Review Barclays supplemental document production and attention to email traffic re same.	1.00



Re: Sears Bankruptcy

Bill Number: 342519
File Number: 19609-0001
Page 23

05/21/19	S. Smith	B190	Follow up review of Barclays supplemental document production and review timeline accordingly.	1.50
05/21/19	S. Smith	B190	T/C with M. Sekowski re discovery issues and draft letters to counsel for CDS participants.	.20
05/21/19	S. Smith	B190	Prepare for and conduct T/C meet & confer with counsel for Barclays re open discovery issues.	1.00
05/21/19	S. Yanway	B110	Perform data analysis of Electronically Stored Information from Barclay and loaded into relativity for counsel review.	.30
05/22/19	M. Sekowski	B120	Correspondence with S. O'Donnell, S. Smith and M. Austin re: draft correspondence to Milbank on privilege deficiencies.	.20
05/22/19	M. Sekowski	B120	Review correspondence from M. Nowak re: reproduction of Bloomberg chats.	.20
05/22/19	M. Sekowski	B120	Review and revise correspondence to Milbank on privilege deficiencies.	.20
05/22/19	M. Sekowski	B120	Correspondence with S. Yanway re: reproduction of Bloomberg chats.	.20
05/22/19	S. Smith	B190	Review updated email and draft correspondence to CDS participants re open discovery issues.	.50



Re: Sears Bankruptcy

Bill Number: 342519
File Number: 19609-0001
Page 24

05/23/19	M. Sekowski	B120	Telephone call to S. O'Donnell re: status of correspondence to CDS participants.	.10
05/23/19	M. Sekowski	B120	Correspondence with S. Yanway re: reproduced Bloomberg chats.	.20
05/23/19	S. Yanway	B110	Perform data analysis of Electronically Stored Information from Barclay and loaded into relativity for counsel review.	.20
05/24/19	M. Sekowski	B120	Correspondence with S. Smith re: status of deficiency issues with CDS participants.	.10
05/27/19	S. O'Donnell	B110	Case admin	.50
05/28/19	M. Sekowski	B120	Correspondence with S. O'Donnell and S. Smith re: privilege issues and confs. on same.	.20
05/28/19	M. Sekowski	B120	Miscellaneous correspondence with S. Smith and CDS participants re: additional meet and confer on privilege issues.	.30
05/28/19	S. O'Donnell	B190	Confer w/team re review/revise correspondence to various parties re priv log and assertion	.50
05/28/19	S. O'Donnell	B190	Review/revise correspondence to various parties re priv log and assertion	.50
05/28/19	S. Smith	B190	Review revisions to draft correspondence to counsel for CDS participants re discovery issues and finalize and send correspondence.	.50



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 25

05/28/19	S. Smith	B190	Follow up discussion re open discovery issues and exchange emails with counsel for CDS participants re same.	.80
05/29/19	L. Poretsky	B120	Assist Maame Austin with preparation of the motion to compel discovery of privileged materials and other request;	1.00
05/29/19	M. Austin	B110	Further Research and outline of motion to compel discovery; correspondence and phone discussion re same	6.00
05/29/19	S. O'Donnell	B110	Coordinate meet and confer	.50
05/29/19	S. Smith	B190	(i) Discussions with Herrick team re open discovery issues, ⁽⁵⁾ (ii) schedule and prepare for meet & confer conferences, ⁽⁶⁾ and (iii) review of draft outline for request for discovery conference. (.2)	1.30
05/30/19	M. Austin	B110	First draft of letter to court re motion to compel	1.50
05/30/19	M. Austin	B110	Discussion with S. Smith ; further editing of outline and research on Drain Case law	.50
05/30/19	M. Sekowski	B120	Correspondence with S. Yanway re: Barclays production issue.	.20
05/30/19	M. Sekowski	B120	Review, analyze, and revise outline for potential motion to compel.	.30
05/30/19	M. Sekowski	B120	Telephone conf. with S. Smith re: preparation for upcoming meet and confers.	.20



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 26

05/30/19	M. Sekowski	B120	Correspondence with S. Smith re: legal research on privilege applicability to PR firms.	.20
05/30/19	M. Sekowski	B120	Prepare for and participate in meet and confer call with Milbank re: Cyrus privilege log.	.80
05/30/19	M. Sekowski	B120	Telephone conf. with S. Smith re: Milbank meet and confer, case strategy.	.20
05/30/19	S. Smith	B190	Research privilege issues re sharing communications with public relations team and common interest.	1.00
05/30/19	S. Smith	B190	Prepare for and conduct second meet & confer with counsel for Cyrus re open discovery questions and related issues.	1.00
05/30/19	S. Smith	B190	Follow up research on common interest and review draft letter to Court re same.	1.50
05/31/19	M. Austin	B110	Further drafting of letter to court re MTC	1.00
05/31/19	M. Austin	B110	First draft of letter to court re motion to compel	.20
05/31/19	M. Sekowski	B120	Miscellaneous correspondence with S. Yanway re: Barclays production issues.	.20
05/31/19	M. Sekowski	B120	Miscellaneous correspondence with Stroock and Quinn re: meet and confer.	.20



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 27

05/31/19	M. Sekowski	B120	Telephone conf. and correspondence with S. Smith re: meet and confer with Stroock and Quinn and issues related to same.	.20
05/31/19	M. Sekowski	B120	Review correspondence from K. Pierucci re: additional Cyrus production.	.10
05/31/19	S. O'Donnell	B120	MTC analysis	.50
05/31/19	S. Smith	B190	Prepare for meet & confer conference with counsel for OCO and Och-Ziff including analysis of issues related to privilege log and common interest privilege.	1.00
05/31/19	S. Smith	B190	Follow up analysis re open discovery issues in preparation for upcoming meet and confer conferences.	.80
05/31/19	S. Smith	B190	Follow up review of documents produced by CDS participants in light of privilege assertions and meet & confer conferences.	.70
05/31/19	S. Yanway	B110	Perform data analysis of Electronically Stored Information from Barclay and loaded into existing review database.	.30
Total				\$115,439.50

LEGAL SERVICES SUMMARY

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
S. O'Donnell	9.70	985.00	9,554.50



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 28

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
S. Smith	75.60	725.00	54,810.00
M. Sekowski	33.80	675.00	22,815.00
M. Austin	54.00	370.00	19,980.00
J. Skidmore	2.20	360.00	792.00
L. Poretsky	18.80	360.00	6,768.00
S. Yanway	2.00	360.00	720.00

DISBURSEMENTS

Out Of Town Travel Expenses	0.00
Online Research	248.25
Pacer Charges	40.10
Telecommunication Costs	93.00
Office Supplies	0.00
Document Processing	156.00
Duplication	203.22
E-Discovery Data Hosting	300.00

Total disbursements	\$1,040.57
----------------------------	-------------------



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 29

TASK BILLING SUMMARY

	<u>Hours</u>	<u>Amount</u>
<u>Case Administration - B110</u>		
	56.10	\$23,873.50
Subtotals	56.10	\$23,873.50
 <u>Asset Analysis and Recovery - B120</u>		
	35.00	\$23,465.00
Subtotals	35.00	\$23,465.00
 <u>Asset Deposition - B130</u>		
	.30	\$202.50
Subtotals	.30	\$202.50
 <u>Fee/Employment Applications - B160</u>		
	22.20	\$9,598.00
Subtotals	22.20	\$9,598.00
 <u>Assumption/Rejection of Leases/Contracts - B185</u>		
	.80	\$580.00



Re: **Sears Bankruptcy**

Bill Number: 342519
File Number: 19609-0001
Page 30

Subtotals	.80	\$580.00
------------------	------------	-----------------

Contested Matters (exclu. assumption/rejection) - B190

	73.60	\$52,817.00
Subtotals	73.60	\$52,817.00

General Bankruptcy Advice/Opinions - B410

	3.10	\$3,053.50
Subtotals	3.10	\$3,053.50

Restructurings - B420

	5.00	\$1,850.00
Subtotals	5.00	\$1,850.00

Exhibit D

Disbursement Summary

Online Research	\$248.25
Pacer Charges	\$40.10
Telecommunication Costs	\$93.00
Document Processing	\$156.00
Duplication	\$203.22
E-Discovery Data Hosting	\$300.00
Total	\$1,040.57

Exhibit E

Itemized Disbursement

Billed and Unbilled Recap Of Cost Detail - [19609-0001 - Sears Bankruptcy]
 Client:19609 - Simon Property Group, L.P. 6/19/2019 11:12:24 AM

Page 1

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
03/31/2019	0000	Feinstein - Elm Herrick	115	1.00	100.00	100.00	E-Discovery Data Hosting Minimum Charge	8866983
04/05/2019	0020	Williams Lea	105	1.00	156.00	156.00	Williams Lea - WP Job # - 80341 - Requested By - Poretsky, Larisa Description - WORD PROCESSING - Convert or Scan/Clean-up Document #Sears-Akin M Monthly Fee Statement Amount of Hours:3.25C/M Input ed: 19609-0001	8888637
		Voucher=252076 Paid					Vendor=Williams Lea Inc. Balance= .00 Amount= 7716.00 Check #46362 06/05/2019	
04/08/2019	1005	Lalini John	074	1.00	40.10	40.10	PACER Invoice #2560425-Q12019 Usage Period: Jan uary 2019-March 2019 Pages: 29.00 -C/M # Provid ed: 19609-0001	8881636
		Voucher=251838 Paid					Vendor=Pacer Service Center Balance= .00 Amount= 4453.10 Check #46163 05/07/2019	
04/09/2019	0946	Larisa Poretsky	080	8.00	0.18	1.44	Printing	8872944
04/15/2019	0946	Larisa Poretsky	080	14.00	0.18	2.52	Printing	8878887
04/22/2019	1223	Maame Esi Austin	075	1.00	80.80	80.80	West Invoice # Usage Charges of: Requested by : AUSTIN,MAAME ESI Transactions: 14 Account #10 00669670 --19609-0001C/M # Provided: 19609-0001	8899201
		Voucher=252355 Paid					Vendor=West Group - GSI Payment Center-Westlaw Balance= .00 Amount= 48692.57 Check #46365 06/05/2019, 46365 06/30/2019	
04/24/2019	9999	Pitney Bowes	067	79.00	0.18	14.22	E-copy Scan to Email Job ID 2695 was delivered to "PBMS@herrick.com". Total Pages: 79, Total Bytes: 0	8884416
04/24/2019	0946	Larisa Poretsky	080	15.00	0.18	2.70	Printing	8884417
04/24/2019	0946	Larisa Poretsky	080	57.00	0.18	10.26	Printing	8884418
04/24/2019	9999	Pitney Bowes	089	79.00	0.18	14.22	Printing - Blowback	8885068
04/30/2019	0946	Larisa Poretsky	080	1.00	0.18	0.18	Printing	8887336
04/30/2019	1013	Michael Parker	115	1.00	100.00	100.00	E-Discovery Data Hosting Minimum Charge Case ID: 1432722 Case Description: Simon Property Group - Sears Bankruptcy Database Creation Date: 3/27/19	8887764
05/01/2019	1281	Steven Smith	080	1.00	0.18	0.18	Printing	8888309
05/01/2019	1281	Steven Smith	080	13.00	0.18	2.34	Printing	8888310
05/01/2019	1281	Steven Smith	080	31.00	0.18	5.58	Printing	8888311
05/02/2019	9999	Pitney Bowes	067	82.00	0.18	14.76	E-copy Scan to Folder Job ID 3317 was delivered to "herrick.com\shares\home\PBMS". Total Pages: 82, Total Bytes: 0	8889053
05/02/2019	9999	Pitney Bowes	067	240.00	0.18	43.20	E-copy Scan to Folder Job ID 3318 was delivered to "herrick.com\shares\home\PBMS". Total Pages: 240, Total Bytes: 0	8889054
05/02/2019	9999	Pitney Bowes	067	260.00	0.18	46.80	E-copy Scan to Folder Job ID 3314 was delivered to "herrick.com\shares\home\PBMS". Total Pages: 260, Total Bytes: 0	8889055
05/02/2019	9999	Pitney Bowes	067	150.00	0.18	27.00	E-copy Scan to Folder Job ID 3315 was delivered to "herrick.com\shares\home\PBMS". Total Pages: 150, Total Bytes: 0	8889056
05/03/2019	1279	Sean E. O'Donnell	066	1.00	-28.75	-28.75	Office Supplies - VENDOR: American Express	8889326

Billed and Unbilled Recap Of Cost Detail - [19609-0001 - Sears Bankruptcy]
Client: 19609 - Simon Property Group, L.P. 6/19/2019 11:12:24 AM

Page 2

Date	Initials	Name / Invoice Number	Code	Quantity	Rate	Amount	Description	Cost Index
		Voucher=252092 Paid					Vendor=American Express Balance= .00 Amount= .00 Check #apl7636 05/03/2019	
05/03/2019	1279	Sean E. O'Donnell	070	1.00	-98.88	-98.88	Out Of Town Accommodations - VENDOR: American Express	8889327
		Voucher=252092 Paid					Vendor=American Express Balance= .00 Amount= .00 Check #apl7636 05/03/2019	
05/03/2019	1279	Sean E. O'Donnell	066	1.00	28.75	28.75	Office Supplies - VENDOR: American Express	8889330
		Voucher=252092 Paid					Vendor=American Express Balance= .00 Amount= .00 Check #apl7636 05/03/2019	
05/03/2019	1279	Sean E. O'Donnell	070	1.00	98.88	98.88	Out Of Town Accommodations - VENDOR: American Express	8889331
		Voucher=252092 Paid					Vendor=American Express Balance= .00 Amount= .00 Check #apl7636 05/03/2019	
05/04/2019	1223	Maame Esi Austin	080	31.00	0.18	5.58	Printing	8891200
05/13/2019	0462	Jonathan W Siddmore	080	31.00	0.18	5.58	Printing	8894341
05/13/2019	1052	Michelle Sekowski	080	25.00	0.18	4.50	Printing	8894342
05/17/2019	1223	Maame Esi Austin	080	6.00	0.18	1.08	Printing	8897936
05/20/2019	0946	Larisa Porstsky	080	6.00	0.18	1.08	Printing	8898727
05/29/2019	1223	Maame Esi Austin	075	1.00	61.79	61.79	West Invoice #840419156 Usage Charges of: 5/1/1 9 Requested by: AUSTIN,MAAME ESI Transactions: 44 Account #1000669670 -19609-0001C/M # Provide ed: 19609-0001	8911033
		Voucher=252899 Unpaid					Vendor=West Group - GSI Payment Center-Westlaw Balance= 48344.35 Amount= 48344.35	
05/30/2019	1223	Maame Esi Austin	075	1.00	105.86	105.86	West Invoice #840419156 Usage Charges of: 5/1/1 9 Requested by: AUSTIN,MAAME ESI Transactions: 44 Account #1000669670 -19609-0001C/M # Provide ed: 19609-0001	8911034
		Voucher=252899 Unpaid					Vendor=West Group - GSI Payment Center-Westlaw Balance= 48344.35 Amount= 48344.35	
05/31/2019	1013	Michael Parker	115	1.00	100.00	100.00	E-Discovery Data Hosting Minimum Charge Case ID: 1432722 Case Description: Simon Property Group - Sears Bankruptcy Database Creation Date: 3/27/19	8905882
		UNBILLED TOTALS: WORK:				947.57	31 records	
		UNBILLED TOTALS: BILL:				947.57		
		GRAND TOTAL: WORK:				947.57	31 records	
		GRAND TOTAL: BILL:				947.57		

03/27/2019	1005	Lani John	037	1.00	93.00	93.00	Court hearing	
		Voucher=251602 Paid					Vendor=CAPITAL ONE, N.A. Balance= .00 Amount= 4308.01 Check #wire6068 04/11/2019	